

Quality Home Care Commission
By-Laws
1/10/2007
(Updated with accepted changes 8/07)

The following are by-laws of the Quality Home Care Commission, Inc. (QHCC), a Wisconsin nonstock corporation, created by the Intergovernmental Cooperation agreement (“the Agreement”) between the Wisconsin Department of Health and Family Services (DHFS) and Dane County, signed September 22, 2006, as may be amended from time to time as provided therein.

ARTICLE I
Quality Home Care Commission Board of Directors

Section 1.01 Powers. The powers granted to the Board of Directors (“Board”) shall be exercised in accordance with the applicable provisions of the Agreement(s).

Section 1.02 Interpretation of By-laws. All words, terms and provisions of these By-Laws shall be interpreted in a manner consistent with the Agreement(s).

ARTICLE II
Administration

Section 2.01 Principal Office. The principal office of QHCC is at the location or locations within the City of Madison, as determined by the Board.

Section 2.02 Board Composition. The QHCC shall be governed by the Board. The Board shall initially consist of 9 members in accordance with the Agreement. The number and composition of the Board shall increase and/or decrease from time to time as set forth in the Agreement.

Section 2.03 Term. Members of the Board shall serve for staggered 4 year terms. Any Board member may be removed from office upon two-thirds (2/3) vote of the Board. Any Board member seeking the removal of another Board member from office shall notify the Secretary and the Secretary shall mail notice of the removal request to all members of the Board. The removal request shall be taken up as a matter of business at the next scheduled meeting of the Board, unless such meeting is less than 14 days from the date of mailing of the notice, in which case the removal request shall be taken up as a matter of business at the following meeting. In the event of a Board member’s removal from office, such removal shall take effect immediately following the vote and the removed Board member shall surrender any and all materials in his/her possession relating to his/her position. The vacancy caused by the removal will be filled according to Section 2.04 below.

Section 2.04 Vacancies. A vacancy on the Board, for a cause other than the expiration of a term, shall be filled in the same manner according to the Agreement for the original appointment for the balance of the unexpired term.

Section 2.05 Compensation. Members of the Board shall receive no compensation for the performance of their duties. A Board member may engage in private or public employment, or in a profession or business. Members of the Board may be reimbursed by the Board for actual and necessary expenses incurred in the discharge of their official duties.

Section 2.06 Regular Meetings. Regular meetings of the Board shall be held pursuant to a schedule approved by the Board. The Board shall meet at least 1 time per year.

Section 2.07 Special Meetings. Special meetings of the Board may be called by the chairman or any three members of the Board.

Section 2.08 Open Meetings Law. All meeting of the Board shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statutes Chapter 19, Subchapter V.

Section 2.09 Quorum. A majority of the Board members appointed and serving shall be required to constitute a quorum for the transaction of business at any meeting of the Board.

Section 2.10 Voting. The Board shall act by a majority vote at a meeting at which a quorum is present. The Board shall not engage in proxy voting.

Section 2.11. Attendance by Remote Communication. Subject to any guidelines and procedures adopted by the Board, members not physically present at a meeting of the Board may participate in the meeting by means of remote communication are considered present in person for all relevant purposes and may vote at the meeting.

Section 2.12. Powers of the Board. In addition to exercising all powers granted herein and by virtue of the Agreement, the Board is authorized to exercise all corporate powers on behalf of QHCC as set forth in Wis. Stat. § 181.0801. The Board shall be responsible for performing all duties of the Board as set forth in the Agreement.

ARTICLE III

Officers

3.01 Officers. The Board shall elect a Chair, Secretary/Treasurer and any other officers as the Board may determine. Such officers shall have such authority and shall perform such duties as the Board may from time to time prescribe. Unless otherwise indicated by the Board, the term of any elected officer shall be two (2) years.

3.02 Qualifications. Officers of the Board shall be selected from among the Board and shall be appointed by the affirmative vote of a majority of the members then serving the Board.

3.03 Duties of Officers. The Officers of the Board shall perform such duties and functions as shall be assigned to him or her from time to time by the Board.

It shall be the duty of the Chair to preside at all meetings of the Board, appoint all committees not otherwise provided for and perform such other duties as may be incidental to the office or which shall be required of the Chair at meetings or by the Board. On behalf of the QHCC and upon consulting with the Board, the Chair or an appointed delegate shall be the only official spokesperson for QHCC.

It shall be the duty of the Secretary/Treasurer to keep a complete record of the proceedings of the Board, to keep a true and correct record of the QHCC, to prepare written minutes of all meetings and prepare agendas, and cause to have the minutes and agendas distributed to Board members prior to the next regular/special meeting. The Secretary/Treasurer shall be responsible for maintaining QHCC's corporate records. The Board shall establish procedures relating to the receipt and deposit of all money received by QHCC and for the disbursement or disposition of any such funds.

3.04 Compensation of Officers. No officer of the Board shall be compensated for the performance of services for the Board but may be reimbursed for expenses incurred on behalf of the Board upon the same terms and conditions as required for the reimbursement of expenses of members of the Board.

3.05 Election, Resignation, Removal. An officer of the Board shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified, or until his or her resignation or removal. An officer of the Board may resign by written notice to the Board. The resignation is effective on its receipt by the Board or at a subsequent time specified in the notice of the resignation.

3.06 Vacancies. The Board may fill any vacancy in any office occurring for whatever reason.

ARTICLE IV

Program Director

Section 4.01 Program Director. The Board shall select and retain a Program Director. The Program Director shall be selected by a majority of Board members according to the applicable provisions of the Agreement(s).

Section 4.01 Powers and Duties. The Program Director shall perform the duties set forth in the Agreement and as otherwise established by the Board consistent with the Agreement. The Board may compensate the Program Director and may assign such other

duties and powers as the Board from time to time may deem appropriate. The Program Director shall serve under a written contract with the Board and shall be employed at the pleasure of the Board.

ARTICLE V

Committees

Section 5.01 Executive Committee. An executive committee shall be appointed by the Board, Governor, and Secretary of the Department of Health and Family Services when the Board reaches 20 members, as specified in the Agreement. The executive committee shall be appointed and exercise all powers in accordance with the Agreement.

Section 5.02 Standing Committee. The Board shall establish and appoint member to standing committees as determined necessary by the Board. These committees shall have the powers and duties as provided by the Board.

Section 5.03 Other Committees. The Board may, from time to time, establish such other committees composed of Board members to address such matters as the Board may determine with such powers and duties as the Board may prescribe.

Section 5.04 Compensation. Members of the committees shall serve without compensation.

Section 5.05 Meetings. Members of the committees shall meet as often as determined by the Board and/or committee members.

Section 5.06 Open Meetings Law. All meeting of any committees established under this section shall be conducted in accordance with the Wisconsin Open Meetings Law, Wisconsin Statutes Chapter 19, Subchapter V.

ARTICLE VI

Conflict of Interest

Section 6.01 Ethics and Conflicts of Interest. The Board shall adopt ethics policies governing the conduct of Board members, officers appointees, and employees in accordance with the Agreement.

ARTICLE VII

Indemnification

Section 7.01 Indemnification. To the extent permitted by law, the Board may indemnify the Board members, officers and committee members of the Board for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted against such person by action in court or otherwise by reason of said person's being or having been a member, officer, or committee member or the

Board, except in relation to matters as to which said person shall have been adjudged guilty of gross negligence, intentional, wanton or willful misconduct with respect to the matter to which the indemnity is sought; provided, that the indemnification provided for by this article shall not be construed as a waiver of any governmental immunity the Board, its officers or committee members has by statute or as modified by Court decisions which shall be asserted to the maximum extent permissible.

ARTICLE VIII

Amendments

Section 8.01 Amendments. The by-laws may be altered, amended, or repealed, or new by-laws may be adopted by the Board by a 2/3 vote of all Board members entitled to vote at any meeting duly held in accordance with these by-laws, provided that notice of a Board meeting at which an amendment to these by-laws is to be acted upon shall include notice of the proposed amendment, alternation, or repeal.